

HUMAN & HOPE ASSOCIATION INC.



Created 2013

Amended 2020

Official Constitution

A41815 Human and Hope Association Incorporated

This document contains the official rules for the Incorporated Association 'Human and Hope Association' in accordance with Section 23A of the *Associations Incorporation Act 1985*.

Human & Hope Association Inc.

CONSTITUTION AND RULES

1. NAME

The name of the incorporated association is **Human and Hope Association Inc.**, referred herein as 'the Association'.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

'**Committee**' means the committee of management of the Association

'**Constitution**' means this Constitution of the Association

'**General meeting**' means a general meeting of the members of the Association convened in accordance to these rules

'**Human and Hope Association (Cambodia)**' means the official Non-Governmental Organisation registered under the name of 'Human and Hope Association' in Cambodia.

'**Member**' means a member of the Association

'**Month**' shall mean a calendar month

'**The Act**' means the *Associations Incorporation Act 1985*

2.2 Interpretations

In this Constitution;

- (a) Words importing the singular to include the plural and vice versa;
- (b) Words importing gender to include other genders;
- (c) References to a person include the legal personal representatives and successors of that person; and
- (d) A reference in writing be construed as including printed, postal mail as well as electronic mail

2.3 Severance

If any phrase or Provision in this Constitution is invalid or unenforceable, the phrase or provision shall be read down to the extent possible so as to be valid and enforceable and shall only be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are;

- (a) To improve the lives of Cambodians by supporting Human and Hope Association (Cambodia);
- (b) To provide funding for education opportunities for children, vocational training for adults and community-wide assistance in Cambodia;
- (c) Promote and achieve the highest standards of child protection and have the highest regard for the safety, dignity and privacy of children in Cambodia;
- (d) To fundraise for Human and Hope Association (Cambodia) in order to support their charitable works;
- (e) To provide support for Human and Hope Association (Cambodia) in the form of monetary donations, donations in kind and goods;
- (f) To raise awareness about the work of Human and Hope Association (Cambodia);
- (g) At all times, act in the best interest of the beneficiaries of Human and Hope Association (Cambodia);
- (h) To promote the autonomy and support the staff of Human and Hope Association (Cambodia);
- (i) Review and determine any matters that may arise, or be referred to, by any member;
- (j) Have regard to public interest in the operation of the Association;
- (k) Do all that is necessary to enable the achievement of these objects;
- (l) Act in accordance with the *Convention on the Rights of the Child* and with respect to its principles;
- (m) Promote and maintain total financial transparency at all times.
- (n) To raise awareness in Australia about poverty related issues in Cambodia such as child protection, education, vocational training, sustainability and local empowerment.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1. Categories of Members

The members of the Association shall consist of;

- (a) **Supporters**, who subject to this Constitution, will have the right to be notified of Meetings and be present and debate at General Meetings, with full voting rights. They may send delegates on their behalf to such Meetings. Supporters are to be appointed by unanimous approval of the Committee only;
- (b) **Affiliates**, who subject to this Constitution, will have the right to be notified of Meetings and be present and debate at General Meetings, but will have no voting rights at Meetings. Affiliates are to be appointed by unanimous approval of the Committee only;
- (c) New or other categories of Members may be established by a 2/3 majority vote of the Committee.

5.2 Subscriptions

- (a) The subscription fee for all types of membership (if any) shall be a fee decided by a 2/3 majority vote of the Members at a general meeting, not exceeding \$100.00 AUD.
- (b) The subscription fees are due July 1 of each calendar year.
- (c) Membership is at the total discretion of the Committee, regardless of whether the potential member has the ability to pay the subscription fee.

5.3 Resignations

A member may resign from membership of the Association by giving notice in writing to the President, Secretary, Treasurer or Public Officer of the Association.

5.4 Expulsion of a Member

- (a) Subject to giving a Member the opportunity to be heard or make a written submission, the Committee may expel a member upon a charge of misconduct detrimental to the interests of the Association, and particularly;
 - a. Any criminal offence committed against children in any jurisdiction anywhere in the world
 - b. Any offence relating to corporate or financial dishonesty in any Australian jurisdiction
- (b) In the case of (a) or (b), the Member shall be expelled immediately.

- (c) Particulars of the charge shall be communicated to the member at least 21 days before the meeting of the committee at which the matter will be determined;
- (d) The determination of the Committee shall be communicated to the Member and in the event of an adverse determination, the member shall cease to be a member 7 days after the Committee has communicated its determination to the member.
- (e) The decision of the committee is final and cannot be appealed, to the extent which is acceptable under the laws of South Australia.

5.5 Register of Members

A register of members shall be kept and contain;

- (a) Names, addresses and contact numbers of members
- (b) The date on which the member was admitted to the Association
- (c) The date the member left the Association.

6. THE COMMITTEE

6.1 Powers and Duties

- (a) The affairs of the Association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- (b) The committee has the management and control of the funds and property of the Association.
- (c) The committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (d) The committee shall appoint a public officer as required by the Act.

6.2 Appointment

- (a) The committee shall comprise of, at minimum, a president (chairperson), treasurer and secretary.

- (b) A committee member shall be a natural person.

- (c) The first committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. After this time, the three committee members shall be selected by ballot. At each Annual General Meeting, the positions will be vacated, and Committee members will need to stand for re-election by ballot.

- (d) A member who has been a committee member in the 12 months preceding the annual general meeting shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

- (e) Notice of all persons seeking election to the committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

- (f) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of Committee

- (a) The committee shall meet together, either in person or by web link such as Skype or conference call, at least quarterly.

- (b) Questions arising at any meeting should be decided by a majority of votes. In the event of equality of votes, the President (Chairperson) has the deciding vote.

- (c) A quorum for a meeting off the committee shall be at least half of the members of the committee.
- (d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is;

- Permanently incapacitated by ill health
- Absent without apology for more than four meetings in one calendar year
- Found guilty of any offence against children
- Found guilty of any offence relating to financial or corporate dishonesty
- Expelled as a member under these rules

7. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association.

8. GENERAL MEETINGS

8.1 Annual general meeting

- (a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- (b) The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of the financial year.
- (c) If a member is unable to attend the annual general meeting, they may send a delegate.
- (d) The order of business of the meeting shall be;

- a. Confirmation of minutes of the previous meeting and any special meeting since that day
- b. The consideration of accounts and reports of the committee and auditor's report (if such a report is required).
- c. The election of committee members
- d. The appointment of auditors (if required)
- e. Any other business requiring consideration in the annual general meeting.

8.2 Special general meeting

- (a) The committee (with a majority of committee members in agreeance) may call a special general meeting at any time.
- (b) Upon a requisition in writing of not less than 51%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the Association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

8.3 Notice of General Meeting

- (a) At least 14 days notice of any general meeting shall be given to members. The notice should set out when and where the meeting will be held.
- (b) Notice of a meeting where a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post or electronic mail to the contact details appearing in the Register of Members.

8.4 Proceedings at General Meeting

- (a) Three members present, personally or present by proxy, shall constitute a quorum for the transaction of business at the general meeting.
- (b) The President shall preside as Chairperson at the general meeting.

- (c) If the Chairperson is not present within five minutes after the time appointed for commencing the meeting, or he or she is present but retires from the chair, the members may choose a committee member to be the chairperson of that meeting.

8.5 Voting at General Meetings

- (a) Subject to these rules, a member of the Association who has voting rights has only one vote at a meeting of the Association.
- (b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) A question for decision at a general meeting will be determined by a show of hands.
- (d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

8.6 Proxies

A member shall be entitled to appoint in writing a natural person to be their proxy, and attend and vote at any general meeting of the Association.

8.7 Special and Ordinary Resolution

- (a) A special resolution is as defined in the Act.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting

8.8 Poll at Meetings

- (a) If a poll is demanded by at least four members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question

- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9. MINUTES

- (a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

All disputes are to be resolved within the normal court processes or alternative dispute resolution methods, as no mechanism is provided for in this Constitution.

Any disputes where the jurisdiction is unclear are to be resolved under the law of South Australia.

11. FINANCIAL REPORTING

11.1 Financial Year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be Kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

13. WINDING UP

The Association may be wound up in the manner provided for in the Act.

If Human and Hope Association (Cambodia) ceases to exist as an entity in Cambodia, the Association must be wound up.

14. APPLICATION OF SURPLUS ASSETS

14.1 Winding up of the Association

If the Association is wound up in accordance with the Act and there are 'surplus assets', as defined in the Act, those surplus assets:

(a) must be transferred to one of the following:

- a. another association that is, or has been, nominated by special resolution of the Association and:
 - i has aims and objects substantially the same as the Association;
 - ii is not carried on for the object of securing pecuniary gain for its members; and
 - iii has a provision in its rules requiring any surplus property of the association to be passed, on the dissolution or winding-up of the association, to another association that also meets the requirements in clauses 14.1(a).i. and 14.1(a).ii. above; or
- b. a fund, authority or institution in Australia mentioned in the *Income Tax Assessment Act 1997* (Cth) subdivision 30-B, that is nominated by special resolution of the Association; and

(b) must not be distributed among members, former members, or associates of members or former members, of the Association, unless:

- a. the Association has received consent from the Corporate Affairs Commission to distribute the surplus assets among the members of the Association; and
- b. each of the members of the Association is also an incorporated association that has identical or similar aims and objects to the Association.

14.2 Revocation of deductible gift recipient endorsement

If the Association has deductible gift recipient endorsement and that endorsement is revoked, and there remains gifts, deductible contributions and money received by the Association whilst it was deductible gift recipient endorsed, those remaining gifts, deductible contributions and money:

(a) must be transferred to:

- a. another deductible gift recipient endorsed association that is, or had been, nominated by special resolution of the Association and:
 - i has aims and objects substantially the same as the Association;
 - ii is not carried on for the object of securing pecuniary gain for its members; and
 - iii has a provision in its rules requiring any surplus property of the association to be passed, on the dissolution or winding-up of the association, or the revocation of its deductible gift recipient endorsement, to another association that also meets the requirements in clauses 14.2(a)a.i. and 14.2(a)a.ii. above; and
- (b) must not be distributed among members, former member or associates of members or former members, of the Association, unless:
 - a. the Association has received consent from the Corporate Affairs Commission to distribute the gifts, deductible contributions and money among the members of the Association; and
 - b. each of the members of the Association is also an incorporated association that has identical or similar aims and objects to the Association.

15. RULES/CONSTITUTION

These rules may be altered (including an alteration to the Association's name) by resolution of the committee. Committee members shall vote on the resolution and a two-thirds majority must be achieved in order to alter the Constitution. This includes rescision or replacement by substitute rules.

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.